

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-12480 (JTD)

(Jointly Administered)

AFFIDAVIT OF SERVICE

I, Nelson Crespín, depose and say that I am employed by Kroll Restructuring Administration LLC (“**Kroll**”), the claims and noticing agent for the Debtors in the above-captioned chapter 11 cases.

On November 6, 2024, at my direction and under my supervision, employees of Kroll caused the following documents to be served via email on the Core/2002 Email Service List attached hereto as **Exhibit A**:

- Interim Order (I) Authorizing the Debtors to (A) Continue to Maintain Their Cash Management System, (B) Honor Certain Prepetition Obligations Related thereto, and (C) Continue to Perform Intercompany Transactions; (II) Waiving Certain Operating Guidelines; (III) Suspending Time to Comply with Section 345(b) of the Bankruptcy Code; and (IV) Granting Related Relief [Docket No. 110]

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), B. Riley Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home and Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy’s Newco, LLC (5404), Buddy’s Franchising and Licensing, LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260); Franchise Group Newco BHF, LLC (4123); Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies “Plus”, LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors’ headquarters is located at 109 Innovation Court, Suite J, Delaware, Ohio 43015.

- Order Authorizing Retention and Appointment of Kroll Restructuring Administration LLC as Claims and Noticing Agent [Docket No. 113]
- Order (I) Authorizing Debtors to Redact Certain Personally Identifiable Information, and (II) Granting Related Relief [Docket No. 114]
- Interim Order (I) Authorizing the Debtors to Maintain and Administer Their Existing Customer Programs and Honor Certain Prepetition Obligations Related thereto, (II) Authorizing the Banks to Honor and Process Check and Electronic Transfer Requests Related thereto, and (III) Granting Related Relief [Docket No. 125]
- Interim Order Establishing Notice and Hearing Procedures for Transfers of Equity Interests in the Debtors and Declarations of Worthlessness with Respect to Equity Interests in Freedom VCM Interco Holdings, Inc. [Docket No. 126]
- Interim Order (I) Authorizing the Debtors to Continue Their Insurance Policies, Including Their Insurance Premium Finance Program, and Pay All Obligations in Respect thereof, (II) Authorizing the Debtors' Banks and Other Financial Institutions to Honor and Process Checks and Transfers Related thereto, and (III) Granting Related Relief [Docket No. 127]
- Interim Order (I) Prohibiting Utility Companies from Altering, Refusing, or Discontinuing Utility Services, (II) Deeming Utility Companies Adequately Assured of Future Payment, (III) Establishing Procedures for Resolving Objections by Utility Companies and Determining Additional Adequate Assurance of Payment, and (IV) Granting Related Relief [Docket No. 128]
- Interim Order (I) Authorizing the Debtors to Pay Certain Prepetition Claims of Certain Critical Vendors, Foreign Vendors, Shippers & Logistics Providers and 503(b)(9) Claimants; and (II) Granting Related Relief [Docket No. 129]
- Interim Order (I) Authorizing Debtors to (A) Pay Certain Prepetition Employment Obligations and Compensation Obligations (B) Maintain the Compensation Obligations the Employee Benefits Programs and (II) Granting Related Relief [Docket No. 130]
- Interim Order (I) Authorizing Debtors to Pay Certain Prepetition Taxes and Fees and Related Obligations, (II) Authorizing the Banks to Honor and Process Check and Electronic Transfer [Docket No. 131]
- Interim Order (I) Authorizing the Debtors to Assume the Consulting Agreement, (II) Approving Procedures for Store Closing Sales, and (III) Granting Related Relief [Docket No. 132]

Dated: November 8, 2024

/s/ Nelson Crespin
Nelson Crespin

State of New York
County of New York

Subscribed and sworn (or affirmed) to me on November 8, 2024, by Nelson Crespin, proved to me on the bases of satisfactory evidence to be the person who executed this affidavit.

/s/ OLEG BITMAN
Notary Public, State of New York
No. 01BI6339574
Qualified in New York County
Commission Expires April 4, 2028

Exhibit A

Exhibit A

Core/2002 Email Service List

Served via Email

DESCRIPTION	NAME	EMAIL
Top 50 Unsecured Creditor	Albany Industries Inc	bjones@albanyfurniture.com
Top 50 Unsecured Creditor	Alphia Inc	jeffu@alphia.com
Top 50 Unsecured Creditor	Animal Supply CO Wholesome	joe.carras@animalsupply.com
Top 50 Unsecured Creditor	Arizona Nutritional Supplement	hpappas@aznutritional.com
Top 50 Unsecured Creditor	Assurant Inc.	Jennifer.Clark@assurant.com
Counsel to Azalea Joint Venture, LLC, Brixmor Operating Partnership LP, Continental Realty Corporation, Federal Realty OP LP, FR Grossmont, LLC, Prime/FRIT Mission Hills, LLC, and ShopOne Centers REIT, Inc.	Ballard Spahr LLP	heilmanl@ballardspahr.com roglenl@ballardspahr.com vesperm@ballardspahr.com
Top 50 Unsecured Creditor	Bcdc Portfolio Owner LLC	Heba.elayan@blueowl.com
Top 50 Unsecured Creditor	BCHQ Owner LLC	Heba.elayan@blueowl.com
Counsel to Brookfield Properties Retail Inc	Brookfield Properties Retail Inc	bk@bpretail.com
Top 50 Unsecured Creditor	Champion Petfoods USA	jwatt@championpetfoods.com
Counsel to Hilco Merchant Resources, LLC	Chipman Brown Cicero & Cole, LLP	desgross@chipmanbrown.com
Top 50 Unsecured Creditor	Costco Innovel (Logistics)	michaeldunne@costco.com
Top 50 Unsecured Creditor	Coyote Logistics	John.Morel@Coyote.com
Top 50 Unsecured Creditor	Elements International Group LLC	pcomrie@elementsgrp.com
Top 50 Unsecured Creditor	Ema Electrolux/Frigidaire	t.j.stoffer@electrolux.com
Counsel to United Parcel Service, Inc. and its subsidiaries and affiliates	Faegre Drinker Biddle & Reath LLP	mike.gustafson@faegredrinker.com
Counsel to United Parcel Service, Inc. and its subsidiaries and affiliates	Faegre Drinker Biddle & Reath LLP	patrick.jackson@faegredrinker.com
Counsel to Ad Hoc Group of Freedom Lenders	Farnan LLP	bfarnan@farnanlaw.com mfarnan@farnanlaw.com
Top 50 Unsecured Creditor	Force Factor Brands LLC	daniel@forcefactor.com

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DESCRIPTION	NAME	EMAIL
Top 50 Unsecured Creditor	Google	legal-notices@google.com
Top 50 Unsecured Creditor	Hartz Mountain - Vmx	rdisla@hartz.com
Top 50 Unsecured Creditor	Hill's Pet Nutrition	Robert_abele@colpal.com
Top 50 Unsecured Creditor	Kith Furniture	dwright@kithfurniture.com
Top 50 Unsecured Creditor	Kong Company	ellen.craig@kongcompany.com
Counsel to Oxford Valley Road Associates, L.P.	Kurtzman Steady LLC	kurtzman@kurtzmansteady.com
		landis@lrclaw.com mcguire@lrclaw.com erogers@lrclaw.com
Counsel to the Ad Hoc Group of First Lien Lenders and DIP Lenders	Landis Rath & Cobb LLP	
Counsel to JPMorgan Chase Bank, N.A., as Prepetition ABL Agent	Latham & Watkins LLP	andrew.sorkin@lw.com
		james.ktsanes@lw.com
Counsel to JPMorgan Chase Bank, N.A., as Prepetition ABL Agent	Latham & Watkins LLP	beau.parker@lw.com
		Jennifer.Ezring@lw.com James.Ktsanes@lw.com andrew.sorkin@lw.com
Counsel to the ABL Secured Parties	Latham & Watkins LLP	
Counsel to Bexar County, City of El Paso	Linebarger Goggan Blair & Sampson, LLP	sanantonio.bankruptcy@lgbs.com
Counsel to Dallas County	Linebarger Goggan Blair & Sampson, LLP	dalas.bankruptcy@lgbs.com
Top 50 Unsecured Creditor	Living Style (Singapore) Pte. Limited	henrychan@livingstyle.com
Top 50 Unsecured Creditor	Lowes Companies Inc	brie.lieto@lowes.com
Top 50 Unsecured Creditor	Mars Petcare	cullen.mahan@effem.com
Counsel to s Tax Appraisal District of Bell County, Brazos County, Burnet Central Appraisal District, Bowie Central Appraisal District, Denton County, Guadalupe County, Hays County, Midland Central Appraisal District, City of Waco/Waco Independent School District/La Vega Independent School District, and Williamson County	McCreary, Veselka, Bragg, & Allen, P.C.	jparsons@mvalaw.com

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DESCRIPTION	NAME	EMAIL
Counsel to s Tax Appraisal District of Bell County, Brazos County, Burnet Central Appraisal District, Bowie Central Appraisal District, Denton County, Guadalupe County, Hays County, Midland Central Appraisal District, City of Waco/Waco Independent School District/La Vega Independent School District, and Williamson County	McCreary, Veselka, Bragg, & Allen, P.C.	jparsons@mvalaw.com
Counsel to New Westgate Mall LLC	Mirick, O'Connell, DeMallie & Lougee, LLP	jbaldiga@mirickoconnell.com
Counsel to Kimco Realty Corporation, 2205 Federal Investors, LLC	Monzack Mersky and Browder, P.A.	scolbert@mirickoconnell.com
		rmersky@monlaw.com
Top 50 Unsecured Creditor	Muebles Briss S.A. De C.V.(Marby)	luis@southsourcing.com.mx
Top 50 Unsecured Creditor	National Retail Properties, LP	david.byrnes@nnnreit.com
Top 50 Unsecured Creditor	Natural Balance Pet Foods Inc	darcy.hagan@ethospetbrands.com
Top 50 Unsecured Creditor	Nature's Way Brands, LLC	erin.bovard@naturesway.com
Top 50 Unsecured Creditor	Nestle Purina Petcare Company	grant.wabnitz@purina.nestle.com
Top 50 Unsecured Creditor	Newfoundland And Labrador Inc	brian@nutraholdings.com
Top 50 Unsecured Creditor	Nutraceutical	bslobodow@betterbeing.com
United States Trustee for the District of Delaware	Office of the United States Trustee for the District of Delaware	timothy.fox@usdoj.gov
Top 50 Unsecured Creditor	Open Farm Inc	amy@openfarmpet.com
Counsel to the Ad Hoc Group of First Lien Lenders and DIP Lenders	Paul Hastings LLP	jaymegoldstein@paulhastings.com jeremyevans@paulhastings.com isaacsasson@paulhastings.com danfliman@paulhastings.com

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DESCRIPTION	NAME	EMAIL
Counsel to the Ad Hoc Group of First Lien Lenders and DIP Lenders	Paul Hastings LLP	nicholasbassett@paulhastings.com
Top 50 Unsecured Creditor	Peak Living, Inc.	chadcunningham03@gmail.com
Counsel to Brownsville Independent School District	Perdue, Brandon, Fielder, Collins & Mott, L.L.P	edinburgbankruptcy@pbfc.com
Counsel to Kerrville Independent School District, Copperas Cove Independent School District	Perdue, Brandon, Fielder, Collins & Mott, L.L.P	sgarcia@pbfc.com
Top 50 Unsecured Creditor	Phillips Feed And Pet Supply	mark.patterson@phillips.pet.com
Top 50 Unsecured Creditor	Planitretail LLC	matt.spahn@planitretail.net
Counsel to JPMorgan Chase Bank, N.A., as Prepetition ABL Agent	Potter Anderson & Corroon LLP	jryan@potteranderson.com bhaywood@potteranderson.com esulik@potteranderson.com
Top 50 Unsecured Creditor	Print Comm	knaughton@printcomm.com
Counsel to Whirlpool Corporation	Quarles & Brady LLP	Katie.Mason@quarles.com
Top 50 Unsecured Creditor	Radio Systems Corporation	rwitt@petsafe.net
Top 50 Unsecured Creditor	Redcon 1	aaron@redcon1.com
Counsel to B. Riley Principal Investments, LLC and its affiliates	Richards Layton & Finger PA	knight@rlf.com steele@rlf.com steiger@rlf.com
Counsel to Atlantic Plaza Station LLC, Edgewood Station LLC, Fairlawn Station LLC, Harvest Station LLC, Village Mooresville Station LLC, Fairfield Station LLC, Lakewood (Ohio) Station LLC, Shoregate Station LLC, Hartville Station LLC, Jensen Beach Station LLC, Chapel Hill North Station LLC, Five Town Station LLC, Golden Station LLC, Hamilton Ridge Station LLC, Hampton Village Station LLC, Memorial Kirkwood Station LLC, Orchard Square Station LLC, Rainbow Station North LLC, Southfield Station LLC, Stone Gate Station LLC, Valrico Station LLC, Wheat Ridge Station LLC, Summerville Station LLC, and Phillips Edison & Company	Saul Ewing LLP	monique.disabatino@saul.com

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Counsel to Atlantic Plaza Station LLC, Edgewood Station LLC, Fairlawn Station LLC, Harvest Station LLC, Village Mooresville Station LLC, Fairfield Station LLC, Lakewood (Ohio) Station LLC, Shoregate Station LLC, Hartville Station LLC, Jensen Beach Station LLC, Chapel Hill North Station LLC, Five Town Station LLC, Golden Station LLC, Hamilton Ridge Station LLC, Hampton Village Station LLC, Memorial Kirkwood Station LLC, Orchard Square Station LLC, Rainbow Station North LLC, Southfield Station LLC, Stone Gate Station LLC, Valrico Station LLC, Wheat Ridge Station LLC, Summerville Station LLC, and Phillips Edison & Company	Saul Ewing LLP	turner.falk@saul.com
Securities and Exchange Commission	Securities & Exchange Commission - NY Office	bankruptcynoticeschr@sec.gov nyrobankruptcy@sec.gov
Securities and Exchange Commission	Securities & Exchange Commission - Philadelphia Office	secbankruptcy@sec.gov
Counsel to the DIP Agent	Seward & Kissel LLP	bateman@sewkis.com patel@sewkis.com danenberg@sewkis.com
Counsel to Simon Property Group, Inc. and its related entities	Simon Property Group, Inc.	rtucker@simon.com
Counsel to Paoli Shopping Center Limited Partnership, Phase II	Sirlin Lesser & Benson, P.C.	dplon@sirlinlaw.com
Top 50 Unsecured Creditor	Solstice Sleep Company	dstraily@solsticesleep.com
Top 50 Unsecured Creditor	Standard Furniture Mfg Co Inc	lucas.hall@sfmco.com
Counsel to Peoria Rental Properties, LLC	Stark & Stark, P.C.	jlemkin@stark-stark.com
Top 50 Unsecured Creditor	Stella And Chewys LLC	nwolter@stellaandchewys.com
Counsel to Whirlpool Corporation	Sullivan Hazeltine Allinson LLC	whazeltine@sha-llc.com
Counsel to LU Candles Station Holdings, LLC	Thompson Hine LLP	Louis.Solimine@ThompsonHine.com
Top 50 Unsecured Creditor	Titanic Furniture	oday@titanicfurniture.com
Top 50 Unsecured Creditor	Transform Holdco LLC (3PI)	Norman.Krause@transformco.com
Counsel to The J. M. Smucker Company	Tydings & Rosenberg LLP	sgerald@tydings.com

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DESCRIPTION	NAME	EMAIL
Securities and Exchange Commission	U.S. Securities and Exchange Commission - Headquarters	secbankruptcy@sec.gov
Top 50 Unsecured Creditor	Uber Freight Us LLC	steve.moore@uberfreight.com
Top 50 Unsecured Creditor	UPS (Ocean Freight)	Ssmcmichael@ups.com
Top 50 Unsecured Creditor	Vitamin Well USA LLC	brian.kuz@vitaminwell.com
Top 50 Unsecured Creditor	Wellness Pet LLC	bdow@wellnesspet.com
Top 50 Unsecured Creditor	Weruva International Inc	ar@Weruva.com
Top 50 Unsecured Creditor	Whirlpool	david_m_whitehead@whirlpool.com
Counsel to the Second Lien Secured Parties; HoldCo Lenders	White & Case LLP	bojan.guzina@whitecase.com
Counsel to Ad Hoc Group of Freedom Lenders	White & Case LLP	cshore@whitecase.com sam.hershey@whitecase.com azatz@whitecase.com erin.smith@whitecase.com brett.bakemeyer@whitecase.com
Counsel to the Second Lien Secured Parties; HoldCo Lenders, Ad Hoc Group of Freedom Lenders	White & Case LLP	tlauria@whitecase.com
Proposed Counsel to Debtors and Debtors In Possession	Willkie Farr & Gallagher LLP	dsinclair@willkie.com mfeldman@willkie.com bfeldman@willkie.com jbrandt@willkie.com
Proposed Counsel to Debtors and Debtors In Possession	Young Conaway Stargatt & Taylor, LLP	emorton@ycst.com mlunn@ycst.com amielke@ycst.com sborovinskaya@ycst.com
Top 50 Unsecured Creditor	Zoo Med Laboratories Inc	david@zoomed.com